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Entity Number 629585

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Coltec Industries Inc

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) c/o: C T Corporation System Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Delavan Inc</u>	<u>not qualified</u>	

4. (Check, and if appropriate complete, one of the following):

 The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

X The plan of merger shall be effective on 12/31/97 at 11:55 p.m. Eastern Standard Time
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Coltec Industries Inc</u>	<u>Adopted by action of the board of directors</u>
	<u>of the parent corporation pursuant to 15</u>
	<u>Pa.C.S. §1924(b)(3)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

 Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip

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IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 22nd day of December, 1997.

Coltec Industries Inc

(Name of Corporation)

BY:

Robert J. Allen
(Signature)

TITLE: Executive Vice President, General Counsel
and Secretary

Delavan Inc

(Name of Corporation)

BY:

Robert J. Allen
(Signature)

TITLE: Vice President and Secretary

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Coltec Industries Inc, a Pennsylvania corporation (the "Corporation"), and Delavan Inc, an Iowa corporation (the "Subsidiary"). All outstanding shares of each class of stock of the Subsidiary are owned by the Corporation.

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Subsidiary shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Subsidiary, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Subsidiary shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The Corporation shall cause Articles of Merger to be filed with the Secretary of State of Iowa in such form as required by, and executed in accordance with, the relevant provisions of the Iowa Business Corporation Act and shall cause Articles of Merger to be filed with the Secretary of the Commonwealth of Pennsylvania in such form as required by, and executed in accordance with, the relevant provisions of the Iowa Business Corporation Act. The merger shall become effective as of 11:55 p.m., Eastern Standard Time, December 31, 1997 (the "Effective Time").

1.3 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CANCELLATION OF SHARES

2.1 Cancellation of Shares. As of the Effective Time, by virtue of the Merger and without any further action by the holder thereof, each issued and outstanding share of capital stock of the Subsidiary shall be canceled and all rights and privileges relating thereto shall terminate.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger effective as of the 22 day of December, 1997.

COLTEC INDUSTRIES INC

By: 

Name: Robert J. Tubbs

Title: Executive Vice President, General
Counsel and Secretary